

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

RAUL FOJAS, Derivatively on Behalf of
ALLSTATE CORP.,

Plaintiff,

v.

F. DUANE ACKERMAN, JAMES G. ANDRESS,
ROBERT D. BEYER, W. JAMES FARRELL,
JACK M. GREENBERG, RONALD T. LEMAY,
EDWARD M. LIDDY, J. CHRISTOPHER
REYES, H. JOHN RILEY, JR., JOSHUA I.
SMITH, JUDITH A. SPRIESER, MARY ALICE
TAYLOR, THOMAS J. WILSON,

Defendants,

- and -

ALLSTATE CORP., a Delaware corporation,

Nominal Defendant.

No. 1:08 CV 00423

Judge William T. Hart

**DEFENDANTS' MOTION TO DISMISS
FOR FAILURE TO ADEQUATELY PLEAD DEMAND FUTILITY**

Pursuant to Federal Rule of Civil Procedure 23.1(b) and Delaware Chancery Court Rule 23.1, nominal defendant Allstate Corporation and individual defendants F. Duane Ackerman, James G. Andress, Robert D. Beyer, W. James Farrell, Jack M. Greenberg, Ronald T. LeMay, Edward M. Liddy, J. Christopher Reyes, H. John Riley, Jr., Joshua I. Smith, Judith A. Sprieser, Mary Alice Taylor, and Thomas J. Wilson (collectively, defendants) respectfully move this court for dismissal of the Verified Shareholder Derivative Complaint in this action for failure to adequately plead demand futility. In support of this motion, defendants incorporate herein the accompanying Memorandum in Support of Defendants' Motion to Dismiss for Failure to Adequately Plead Demand Futility.

Dated: April 25, 2008

Respectfully Submitted,

/s/ Jonathan E. Hinkemeyer
Robert J. Kopecky
Sallie G. Smylie, P.C.
Jonathan E. Hinkemeyer
KIRKLAND & ELLIS LLP
200 E. Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

Counsel for Allstate Corporation

/s/ Peter C. John
Peter C. John
Steven J. Roeder
WILLIAMS MONTGOMERY
& JOHN LTD
20 North Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 443-3200

-and-

Greg A. Danilow
Stephen A. Radin
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

Counsel for the Individual Defendants

CERTIFICATE OF SERVICE

I, Jonathan E. Hinkemeyer, an attorney, hereby certify that on April 25, 2008, I electronically filed the foregoing **Defendants' Motion to Dismiss For Failure to Adequately Plead Demand Futility** with the Clerk of Court using the CM/ECF system which sent notification of such filings to all counsel of record.

_____/s/ Jonathan E. Hinkemeyer